

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
)	
FRANCHISE GROUP, INC., <i>et al.</i> , ¹)	Case No. 24-12480 (LSS)
)	
Debtors. ²)	(Jointly Administered)
)	
)	Re: Docket No. 1478
)	

**CERTIFICATION OF COUNSEL
REGARDING THE DEBTORS' SECOND OMNIBUS
(NONSUBSTANTIVE) OBJECTION TO PROOFS OF CLAIM**

On May 14, 2025, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Debtors’ Second Omnibus (Nonsubstantive) Objection to Proofs of Claim*

¹ The Debtors in these chapter 11 cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260), Franchise Group Newco BHF, LLC (4123), Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 2371 Liberty Way, Virginia Beach, Virginia 23456.

² On June 6, 2025, every Debtor except Freedom VCM Holdings, LLC emerged from these chapter 11 cases and is now a Reorganized Debtor. *See Notice of (I) Entry of Confirmation Order, (II) Occurrence of Effective Date, and (III) Related Bar Dates* [Docket No. 1605].

[Docket No. 1478] (the “Objection”)³ with the United States Bankruptcy Court for the District of Delaware (the “Court”). Attached thereto as Exhibit A was a proposed form of order granting the relief requested in the Objection (the “Order”).

The deadline for parties to file and serve objections or responses to the relief requested in the Objection was June 10, 2025 at 4:00 p.m. (prevailing Eastern Time) (the “Response Deadline”). The Debtors did not receive any formal or informal responses to the Objection prior to the Response Deadline.

On May 27, 2025, the Court entered the *Order Approving Stipulation and Agreed Order Relating to the Withdrawal of Proofs of Claims of the Claimants and (II) the Claims Objection* [Docket No. 1561], approving the withdrawal of certain of the Disputed Claims with respect to TopCo. To reflect the withdrawal of such Disputed Claims and the satisfaction of Claim #2147 pursuant to the Plan, the Debtors hereby file a revised proposed Order (the “Revised Order”), attached hereto as **Exhibit 1**, which incorporates such changes as reflected on Schedule 1 to the Revised Order. A blackline comparing the Revised Order against the Order is attached hereto as **Exhibit 2**.

Accordingly, the Debtors respectfully request the entry of the Revised Order at the earliest convenience of the Court.

³ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Objection.

Dated: June 12, 2025
Wilmington, Delaware

/s/ Allison S. Mielke

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